

N09030



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 12, 2001

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-07/05/01--01045--011
*****78.75 *****43.75

Karen Leeper
David E. Leigh, P.A.
5150 Tamiami Trail North, Suite 501
Naples, FL 34103

SUBJECT: WOODSHIRE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N09030

We have received your document for WOODSHIRE HOMEOWNERS ASSOCIATION, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 301A00041113

RECEIVED
01 JUL 24 AM 11:46
DIVISION OF CORPORATIONS

Restated bylaws referred to in certificate are not required to be attached for purposes of filing this Restated Articles of Incorporation and are not attached.

SP

Restated Art.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUL 24 PM 1:37

FILED

S. PAYNE JUL 25 2001

OR: 2847 PG: 2210

RESTATED ARTICLES OF INCORPORATION
OF
WOODSHIRE HOMEOWNERS ASSOCIATION, INC.

FILED
01 JUL 24 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Restated Articles of Incorporation are filed by Woodshire Homeowners Association, Inc., pursuant to Chapter 617, Florida Statutes, for the purposes set forth below. The original Articles of Incorporation are amended and restated in full as follows:

ARTICLE I

NAME: The name of the Association is WOODSHIRE HOMEOWNERS ASSOCIATION, INC., sometimes hereinafter referred to as the "Corporation".

ARTICLE II

OFFICE: The principal office of the Corporation shall be at a place designated from time to time by the Board of Directors

ARTICLE III

DEFINITIONS: "Restated Declaration" means the Restated Declaration of Covenants, Conditions and Restrictions of Woodshire, approved by the Members on April 21, 2001, to which these Restated Articles are attached as an exhibit. All definitions stated in the Restated Declaration shall also apply to these Restated Articles.

ARTICLE IV

PURPOSES AND POWERS:

A. PURPOSES: The purposes for which the Corporation is organized are to own, operate and maintain such portions of the Woodshire Property, a residential community in Collier County, Florida, as are conveyed to the Corporation or placed under its jurisdiction in accordance with the terms of and purposes set forth in such conveyance, and to carry out the covenants and enforce the provisions of the Restated Declaration. The Corporation is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any income of the Corporation shall be distributed or inure to the private benefit of any member, Director or officer of the Corporation.

B. POWERS: The powers of the Corporation shall include without limitation the following:

1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit, except as expressly limited by the Woodshire Documents.

2. The Corporation shall have all of the powers reasonably necessary to

EXHIBIT A

implement its purposes including, but not limited to, the following:

- (a) To do all of the acts required to be performed by it under the Restated Declaration.
- (b) To make, establish and enforce rules and regulations govern the use of the Woodshire Property.
- (c) To make, levy and collect assessments for the purposes of obtaining funds from its members to defray the Common Expenses and other expenses of the Corporation and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- (d) To maintain, repair, replace and operate the Woodshire Property (including but not limited to any Association Property to be maintained in a natural state, utilized for recreational purposes or utilized for drainage purposes) in accordance with the Restate Declaration and in accordance with the terms of and purposes set forth in any dedication or conveyance of the Association Property to the Corporation.
- (e) To enforce by legal means the obligations of the members of the Corporation, the provisions of the Restated Declaration and any amendments; and the provisions of any dedication or conveyance of the Association Property to the Corporation with respect to the use and maintenance thereof.
- (f) To contract for professional management with a "Manager", which may be an individual, corporation, partnership or other entity and to delegate to such Manager the powers and duties of the Corporation.

All funds and title to all property acquired by the Corporation shall be held for the benefit of the members in accordance with the provisions of the Woodshire Documents. The share of a member in the funds, property and assets of the Corporation cannot be assigned, or transferred in any manner except as an appurtenance to his Unit.

ARTICLE V

MEMBERS: The qualification of members, the manner of their admission to membership, the termination of such membership and voting by members shall be as follows:

- A. The Owners of the Units shall each be a Member of the Corporation.
- B. Membership shall become effective upon the occurrence of the last to occur of the following events.
 - 1. Recording in the Public Records of a Deed or other instrument evidencing legal title to the Unit in the new member.

2. Approval of the transfer of ownership by the Corporation, if required.
3. Delivery to the Corporation of a copy of the recorded Deed or other instrument evidencing the change of title.
4. Delivery to the Corporation, if required, of a written designation of a primary occupant.

In the case of a Unit subject to an agreement for deed, the contract vendee shall be deemed the Owner for purposes of determining membership and use rights.

C. Change of Owner Membership. Following written approval of the Corporation, as required in the Declaration, a change of membership in the Corporation shall be established by the new member's membership becoming effective as provided in (B) above; and the membership of the prior owner shall thereby be automatically terminated.

D. Each and every such Member shall be entitled to the benefits of membership, and shall be bound to abide by the provisions of the Woodshire Documents.

ARTICLE VI

VOTING RIGHTS: The total number of votes of the membership at any time a vote is taken shall be 32.

A. Casting Votes. Each Member shall be entitled to cast, in person or by proxy, one vote for each Unit he or she owns. The vote of a Member is not divisible. The right to vote may be denied because of delinquent assessments. If a Unit is owned by one natural person, his or her right to vote shall be established by record title. If a Unit is owned jointly by two or more natural persons who are not acting as trustees, that vote may be cast by any one of the Owners. If two or more Owners do not agree among themselves how their one vote shall be cast, that vote shall not be counted for any purpose. If the Owner is not a natural person, or is a trustee, the vote of that Unit shall be cast by the primary occupant designated as set forth in the Restated Declaration.

B. Approval or Disapproval of Matters. Whenever the decision of an owner of a Unit is required upon any matter, whether or not the subject of the Corporation meeting, such decision shall be expressed by the same person who would cast the vote of such Unit if in a Corporation meeting, unless the joinder of record Owners is specifically required.

ARTICLE VII

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VIII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

A. Proposal. Amendments to these Articles shall be proposed by a majority of the Board or upon written petition or one-fourth (1/4) of the total voting interests, signed by them.

B. Notice. Upon any amendment or amendments to these Articles being proposed by said Board or Members, the proposed amendment or amendments shall be transmitted to the President of the Corporation, or other officer of the Corporation in the absence of the President, who shall thereupon determine which of the methods shown in (C) below shall be used for voting. The appropriate notices and copies of the proposed amendments shall be mailed to the members within ninety (90) days after transmittal to the President.

C. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of three-fourths (3/4) of the voting interests present and voting at any annual or special meeting called for the purpose.

D. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy of the Public Records of Collier County, Florida.

ARTICLE IX

DIRECTORS AND OFFICERS:

A. The affairs of the Corporation will be administered by a Board of Directors consisting of the number of Directors determined as provided in the By-Laws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors must be qualified as provided in the By-Laws.

B. Directors of the Corporation shall be elected by the Member in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Corporation shall be conducted by the officers designed by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board.

ARTICLE X

REGISTERED AGENT: The current Registered Agent shall continue to act as Registered Agent until changed by the Board.

ARTICLE XI

INDEMNIFICATION: Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal counsel fees reasonably incurred by or imposed upon him in connection with any proceeding in which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of settlement, the indemnification herein shall apply only when the Directors approve such settlement as being for the best interest of the Corporation.

The foregoing right to be indemnified shall be in addition to an not exclusive of all other rights to which such Director or officer may be entitled by common law or statutory law.

ARTICLE XIII

TERM: The term of the Corporation shall be perpetual.

2/5th WHEREFORE, the Corporation has caused these presents to be executed this day of April, 2001.

WOODSHIRE HOMEOWNERS
ASSOCIATION, INC.,
Florida Association

By:  5/07/01
President

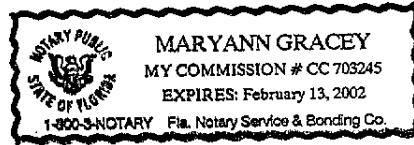
STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the County and State named above to take acknowledgements, personally appeared JACK HEDENSTROM, as President of the Corporation, to me know to be the person described as Subscriber in and who executed the foregoing Restated Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein express.

OR: 2847 PG: 2215

8th WITNESS my hand and official seal in the County and State last aforesaid this
day of MAY, 2001.

Maryann Gracey
Notary Public
MARYANN GRACEY



Retn:
DAVID B LEIGH
5150 TAMiami TR N #501
NAPLES FL 34103

2816562 OR: 2847 PG: 2180

RBC FEE 244.50

RECORDED in the OFFICIAL RECORDS of COLLIER COUNTY, FL
06/22/2001 at 03:16PM DWIGHT E. BROCK, CLERK

WOODSHIRE HOMEOWNERS ASSOCIATION, INC.

CERTIFICATE OF AMENDMENT

OF

ASSOCIATION DOCUMENTS

THE UNDERSIGNED, being the duly elected and acting President and Secretary of Woodshire Homeowners Association, Inc., do certify that at a duly called meeting of the Board of Directors, held on March 7, 2001, where a quorum was present, all of the resolutions set forth below were approved by the Directors for presentations to the members.

At a meeting of the members held on April 21, 2001, after due notice, at which a quorum was present in person or by proxy, the following resolutions were approved and adopted by at least 75% of the votes present (in person or by proxy) at the meeting, with 21 votes cast in favor and 0 against, as required by the documents of the Corporation, which was sufficient for the approval of the Amendments:

RESOLVED: That the Declaration of Covenants, Conditions & Restrictions of Woodshire, as recorded in O.R. Book 1131, Page 1770, of the Public Records of Collier County, Florida, be and is hereby amended, and the amendments are adopted in the form attached hereto as the Restated Declaration of Covenants, Conditions & Restrictions of Woodshire; and that the Officers and Directors of the Association are hereby instructed and authorized to execute said document and cause it to be filed of public record, together with a Certificate of Amendment as required by law.

RESOLVED: That the Articles of Incorporation of Woodshire Homeowners Association, Inc. recorded as Exhibit D to the original Declaration of Covenants, Conditions & Restrictions of Woodshire, be and are hereby amended, and the amendments are adopted in the form attached hereto as the Restated Articles of Incorporation of Woodshire Homeowners Association, Inc.; and that the Officers and Directors of the Association are hereby instructed and authorized to execute the aforementioned document and cause it to be filed of public record, together with a Certificate of Amendment as required by law.

RESOLVED: That the Bylaws of Woodshire Homeowners Association, Inc. recorded as Exhibit E to the original Declaration of Condominium, be and are hereby amended, and the amendments are adopted in the form attached hereto as the Restated Bylaws of Woodshire Homeowners Association, Inc.; and that the Officers and Directors of the Association are hereby instructed and authorized to execute the aforementioned document and cause it to be filed of public record together with a Certificate of Amendment as required by law.

Executed this 24th day of April, 2001.

WOODSHIRE HOMEOWNERS ASSOCIATION, INC.

BY: [Signature]
Print: JACK HEDENSTROM
Its: President

Attest:

BY: [Signature]
Print: MARYANN M. TAYLOR
Its: Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JACK HEDENSTROM and MARYANN TAYLOR, as President and Secretary, respectively, of WOODSHIRE HOMEOWNERS ASSOCIATION, INC. to me known to be the persons described in, who produced _____ as identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 24th day of April, 2001.

NOTARY PUBLIC:

Sign: [Signature]
MARYANN GRACEY

